SCHNEIDER ELECTRIC INFRSTRUCTURE LIMITED

(Regd. Office: Milestone 87, Vadodara Halol Highway, Village Kotambi, Post office Jarod, Vadodra- 391510)

NOTICE OF POSTAL BALLOT

(Notice pursuant to Section 192A of the Companies Act, 1956)

Dear Shareholder(s),

NOTICE IS HEREBY GIVEN that the resolution as set out in this notice is proposed for consideration by the shareholders for resolution by means of postal ballot under section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

Accordingly, the Resolution and the Explanatory Statement is being sent to you for your consideration, along with a Postal Ballot Form. The Company has appointed Mr. Nesar Ahmad, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You may give your consent or dissent either by e-voting or through physical mode to the Scrutinizer, by February 12, 2014 before 5.30 PM.

After completion of scrutiny, the Scrutinizer will submit his report to the Chairman. The results of Postal Ballot shall be declared by the Chairman or his authorized representative or any Director duly authorized by the Board on February 17, 2014 at 2:30 PM and will also be displayed on the notice board of the Company at its registered office located at Milestone 87, Vadodara Halol Highway, Village Kotambi, Post office Jarod, Vadodra- 391510, Gujarat

To consider and, if thought fit, to give assent / dissent to the following resolution, as a Special Resolution:-

ITEM NO.1:-

PAYMENT OF REMUNERATION PAID TO MR. RANJAN PANT, NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

"RESOLVED THAT pursuant to Section 198, 309 and all other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification(s) or re-enactment thereof and the Memorandum and Articles of Association of the Company and subject to the approval of Central Government, consent of the Shareholders be and is hereby accorded for payment of remuneration of Rs. 7,00,000/- (Rupees Seven Lakhs Only) per annum for a period of 3 (Three) years for the Financial Years 2013-14, 2014-15 and 2015-16 to Mr. Ranjan Pant, Non-executive Independent Director of the Company.

RESOLVED FURTHER THAT the remuneration as above to be paid to Mr. Ranjan Pant, Non-executive Independent Director will be inclusive of sitting fees payable to him for attending Board Meetings and all other Committee Meetings during that period.

RESOLVED FURTHER THAT the remuneration paid to Mr. Ranjan Pant, Non-executive Independent Director of the Company for each year may be reviewed and decided by the Board as it may deem fit.

RESOLVED FURTHER THAT the Board of Directors and/ or Company Secretary and/or CFO of the Company be and is/ are hereby authorized jointly and/or severally to do all acts, deeds and things

that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

ITEM NO. 2:-

PAYMENT OF REMUNERATION PAID TO MR. SUBRAMANYAM VISHAR VASUDEVAN, NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

"RESOLVED THAT pursuant to Section 198, 309 and all other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification(s) or re-enactment thereof and the Memorandum and Articles of Association of the Company and subject to the approval of Central Government, consent of the Shareholders be and is hereby accorded for payment of remuneration of Rs. 7,00,000/- (Rupees Seven Lakhs Only) per annum for a period of 3 (Three) years for the Financial Years 2013-14, 2014-15 and 2015-16 to Mr. Subramanyam Vishar Vasudevan, Non-executive Independent Director of the Company.

RESOLVED FURTHER THAT the remuneration as above to be paid to Mr. Subramanyam Vishar Vasudevan, Non-executive Independent Director will be inclusive of sitting fees payable to him for attending Board Meetings and all other Committee Meetings during that period.

RESOLVED FURTHER THAT the remuneration paid to Mr. Subramanyam Vishar Vasudevan, Non-executive Independent Director of the Company for each year may be reviewed and decided by the Board as it may deem fit.

RESOLVED FURTHER THAT the Board of Directors and/ or Company Secretary and/or CFO of the Company be and is/ are hereby authorized jointly and/or severally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

ITEM NO. 3:-

PAYMENT OF REMUNERATION PAID TO MR. VINOD KUMAR DHALL, NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

"RESOLVED THAT pursuant to Section 198, 309 and all other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification(s) or re-enactment thereof and the Memorandum and Articles of Association of the Company and subject to the approval of Central Government, consent of the Shareholders be and is hereby accorded for payment of remuneration of Rs. 8,00,000/- (Rupees Eight Lakhs Only) per annum for a period of 3 (Three) years for the Financial Years 2013-14, 2014-15 and 2015-16 to Mr. Vinod Kumar Dhall, Non-executive Independent Director and the Chairman of the Board of the Company.

RESOLVED FURTHER THAT the remuneration as above to be paid to Mr. Vinod Kumar Dhall, Non-executive Independent Director and the Chairman of the Board will be inclusive of sitting fees payable to him for Chairing / attending Board Meetings and all other Committee Meetings during that period.

RESOLVED FURTHER THAT the remuneration paid to Mr. Vinod Kumar Dhall, Non-executive Independent Director and the Chairman of the Board of the Company for each year may be reviewed and decided by the board as it may deem fit.

RESOLVED FURTHER THAT the Board of Directors and/ or Company Secretary and/or CFO of the Company be and is/ are hereby authorized jointly and/or severally to do all acts, deeds and things

that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

By the order of the Board
For Schneider Electric Infrastructure Limited

Date: December 30, 2013
Place: Noida

Prakash Chandraker
Managing Director

Notes:

1. Explanatory Statement and reasons for the proposed resolution, pursuant to Section 102 of the Companies Act, 2013 / Section 173(2) of the Companies Act, 1956 read with Section 192A (2) of the Companies Act, 1956 are annexed to the notice.

2. The Notice is being sent to all the Members whose name appears in the Register of Members/Record of Depositories as on January 3, 2014.

3. Relevant documents referred to in this notice and accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except holidays, between 11.00 a.m. and 1.00 p.m. up to the date of declaration of results of Postal Ballot.

4. The Board has appointed Mr. Nesar Ahmad, Company Secretary, New Delhi as the scrutinizer for conducting the postal ballot voting process in accordance with the law in fair and in a transparent manner.

5. Please read the voting instructions printed on the back side of the Postal Ballot Form, before exercising vote.

6. The date of declaration of results of the postal ballot (i.e. February 17, 2014) shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

7. In compliance with provisions of Section 192A of the Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company is pleased to offer e-voting facility for all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The instructions for Shareholders for e-voting are as under:

(a) In case of Shareholders' receiving e-mail from NSDL

(i) Open e-mail and open PDF file viz; "Schneider Info e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.

(vii) Select "EVEN" of Schneider Electric Infrastructure Limited

(viii) Now you are ready for e-Voting as Cast Vote page opens

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail nesargroup@nesarassociates.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders' receiving Postal Ballot Notice by Post:

(i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	**USER ID**	**PASSWORD/PIN**

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

(d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

(e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

1. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nsdl.com or seek duplicate Postal Ballot Form from M/s C B Management

Services (P) Ltd., Registrar & Transfer Agent, P-22, Bondel Road, Kolkata-70001, fill in the details and send the same to the Scrutinizer.

2. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

3. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot

The Board recommends the special resolution set forth in Item No. 1 of the notice for approval of members.

Mr. Ranjan Pant, the Non-executive Independent Director of the Company may be deemed to be concerned or interested in the resolution to the extent of remuneration that may be received by him.

Except to him, none of the Directors/Key Managerial Personnel have any concern or interest, in the resolution.

ITEM NO.2: PAYMENT OF REMUNERATION TO MR. SUBRAMANYAM VISHAR VASUDEVAN, NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors of the Company in its Board Meeting held on 29th October, 2013 approved the payment of remuneration to the Mr. Subramanyam Vishar Vasudevan, Non-executive Independent Director of the Company.

In accordance with the provision of Section 309 of the Companies Act, 1956, which allows the payment of remuneration to a Director who is neither a Whole-Time Director nor a Managing Director or Manager of a Company, by way of remuneration, if the Company authorizes such payment by way of Special Resolution. However, the payment of remuneration to Mr. Subramanyam Vishar Vasudevan, Non-executive Independent Director of the Company will be further subject to the approval of Central Government.

Mr. Subramanyam Vishar Vasudevan is a Fellow member of Institute of Chartered Accountant of India and MBA. He held the position of CFO at Dr Reddy's Laboratories Limited. He was responsible for Finance and Investor Relations for a period of 22 years. During this period Dr Reddy's transformed itself from a start up to a US $ 1 Billion company and was listed in NYSE as well. He was the Head of European Operations for a period of 3 ½ years based in London and during this tenure was responsible for developing the European market for Dr Reddy's through series of organic and inorganic moves. He has enabled the Company to establish very progressive Corporate Governance policies and practices including compliance with Sarbanes Oxley Act and Clause 49 requirements of the Stock Exchange. During the period the company also introduced board practices which were world class level in terms of transparency and sharing of information. He was also nominated by CNBC as one of the Finalists for the Best Indian CFO award in 2007. He was awarded Chairman's Excellence Award at Dr. Reddys.

Currently working as an Independent Advisor to Private Equity Institution, Financial Institution and Health Care services Institution and Board of few Companies.

He also has put up a Venture to do Equity Research and Portfolio Management with a team of young Management Graduates.

Accordingly, it is proposed to pay remuneration Rs. 7,00,000/- (Rupees Seven Lakhs Only) to Mr. Subramanyam Vishar Vasudevan, Non-executive Independent Director of the Company for a period of 3 (Three) years for the Financial Years 2013-14, 2014-15 and 2015-16.

The above payment to Mr. Subramanyam Vishar Vasudevan, Non-executive Independent Director will be inclusive of sitting fees payable to him for attending Board Meetings and all other Committee Meetings during that period..

The quantum of remuneration payable to Mr. Subramanyam Vishar Vasudevan, Non-executive Independent Director of the Company will be appraised and further decided by the Board from year to year.

The Board recommends the special resolution set forth in Item No. 2 of the notice for approval of members.

Mr. Subramanyam Vishar Vasudevan, the Non-executive Independent Director of the Company may be deemed to be concerned or interested in the resolution to the extent of remuneration that may be received by him.

Except to him, none of the Directors/Key Managerial Personnel have any concern or interest, in the resolution.

ITEM NO.3: PAYMENT OF REMUNERATION TO MR. VINOD KUMAR DHALL, NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors of the Company in its Board Meeting held on 29th October, 2013 approved the payment of remuneration to Mr. Vinod Kumar Dhall, Non-executive Independent Director of the Company.

In accordance with the provision of Section 309 of the Companies Act, 1956, which allows the payment of remuneration to a Director who is neither a Whole-Time Director nor a Managing Director or Manager of a Company, by way of remuneration, if the Company authorizes such payment by way of Special Resolution. However, the payment of remuneration to Mr. Vinod Kumar Dhall, Non-executive Independent Director of the Company will be further subject to the approval of Central Government.

Mr. Vinod Kumar Dhall is a retired IAS officer and his presence and participation on Board of the Company brings a greater transparency, accountability and credibility to the Company affairs and the sort of responsibilities which he is bearing for ensuring higher level of excellence in corporate governance and preserving/uplifting the interest of Stakeholders.

Mr. Dhall was the first and founding Head of the Competition Commission of India, a position that he held for about 5 years. As Secretary, Ministry of Corporate Affairs, Mr. Dhall was responsible inter-alia for the introduction and enactment of the Competition Act, 2002 and also responsible for the establishment of the Serious Fraud Investigation Office (SFIO), formulation and initiation of the e-Governance project- MCA21, and reforms relating to Corporate Governance. Mr. Dhall was also Chairman of the Working Group on National Competition Policy, which has been the basis for further steps to institute a National Competition Policy for India.

During his career in Government , Mr. Dhall specialised in the fields of Corporate Affairs, Industry and Commerce, Economic Regulation and Finance, in which he worked for around 27 years, which includes direct experience of running a business as CEO of two PSUs, and experience as Chairman / Member of Board of Directors of Insurance Companies, Banks, Development Banks, Financial Institutions, and Joint Sector Undertakings. Thus, it is proposed to pay remuneration of Rs. 8,00,000/- (Rupees Eight Lakhs Only) to Mr. Vinod Kumar Dhall, Non-executive Independent Director and Chairman of the Board of the Company for a period of 3 (Three) years for the Financial Years 2013-14, 2014-15 and 2015-16.

The above payment to Mr. Vinod Kumar Dhall, Non-executive Independent Director and the Chairman will be inclusive of sitting fees payable to him for Chairing / attending Board Meetings and all other Committee Meetings during that period.

The quantum of remuneration payable to Mr. Vinod Kumar Dhall, Non-executive Independent Director and the Chairman of the Board of the Company will be appraised and further decided by the Board from year to year.

The Board recommends the special resolution set forth in Item No. 3 of the notice for approval of members.

Mr. Vinod Kumar Dhall, the Non-executive Independent Director of the Company may be deemed to be concerned or interested in the resolution to the extent of remuneration that may be received by him.

Except to him, none of the Directors/Key Managerial Personnel have any concern or interest, in the resolution.

By the order of the Board
For Schneider Electric Infrastructure Limited

Date: December 30, 2013
Place: Noida

Prakash Chandraker
Managing Director

SCHNEIDER ELECTRIC INFRSTRUCTURE LIMITED

(Regd. Office: Milestone 87, Vadodara Halol Highway, Village Kotambi, Post office Jarod, Vadodra- 391510, Gujarat)

POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Serial No.:

1.	Name and registered address of the sole/ first named shareholder	:
2.	Name(s) of Joint shareholder(s)	:
3.	DP Id No./Client Id No./ Registered Folio No. * (*applicable to investors holding shares in physical form)	:
4.	No. of shares held	

5.	I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my / our assent or dissent to the said resolution by placing tick (√) mark at the appropriate box below:

Sl. No.	**Brief particulars of the item**	**Number of Votes exercised corresponding to the total number of voting rights**	**I/We assent to the resolution (For)**	**I/We dissent to the resolution (Against)**
1.	Special Resolution under Section 309 of the Companies Act, 1956 for payment of remuneration to Mr. Ranjan Pant, Non-executive Independent Director of the Company			
2.	Special Resolution under Section 309 of the Companies Act, 1956 for payment of remuneration to Mr. Subramanyam Vishar Vasudevan, Non-executive Independent Director of the Company			
3.	Special Resolution under Section 309 of the Companies Act, 1956 for the payment of remuneration to Mr. Vinod Kumar Dhall, Non-executive Independent Director and Chairman of the Board of the Company			

Place :	Signature of the shareholder
Date :	(must be as per specimen signature registered with the Company)

NOTES / INSTRUCTIONS:

1. Pursuant to the provisions of section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011 and Clause 35B of the Listing Agreement assent or dissent of the shareholders in respect of the resolution contained in the Notice dated December 30, 2013 is being taken through postal ballot / e-voting.

2. Under the green initiative of Ministry of Corporate Affairs, Postal Ballot Notice is being sent to the shareholders, who have registered their e-mail ids with the Company / RTA, through e-mail and to all other shareholders by post along with Postal Ballot Form.

3. The Company has appointed Mr. Nesar Ahmad, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot / e-voting process.

4. The notice of postal ballot / e-voting is being sent to the members, whose names appear in the register of members as on January 3, 2013 and Shareholders holding equity shares shall have one vote per share as shown against their holding.

5. The Scrutinizer will submit his final report as soon as possible after the last date of receipt for postal ballot / e-voting i.e. Monday, February 17, 2014.

6. The results of Postal Ballot shall be declared by the Chairman or his authorized representative or any Director duly authorized by the Board on Monday, February 17, 2014 at 2:30 PM at registered office of the Company. The date of declaration of the results of postal ballot / e-voting will be taken to be the date of passing of the resolution.

7. The result of the postal ballot / e-voting will also be published in the newspapers and will also be placed at the website of the Company at www.schneider-infra.in

8. The shareholders can opt for only one mode of voting i.e. through postal ballot or e-voting. If the shareholder decides to vote through postal ballot they are advised not to vote through e-voting and vice versa. In case of voting by both the modes, voting through a valid physical Postal Ballot Form will be considered and counted and e-voting of such shareholder will be treated as invalid.

9. There will be one Postal Ballot Form / e-voting for every folio / client id irrespective of the number of joint holders.

10. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy.

11. The Scrutinizer's decision on the validity of a postal ballot / e-voting will be final.

Voting in physical form

12. A shareholder desiring to exercise voting right by postal ballot may complete the Postal Ballot Form and send it in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer not later than 5.30 PM on **Wednesday, February 12, 2014.** The Postal Ballot Forms received after this date will be treated as if the reply from the shareholder has not been received. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post or by speed post at the expense of the registered member will also be accepted. The Postal Ballot Form(s) may also be deposited personally.

13. The votes should be casted either in favour or against the resolution by putting the tick **[√]** mark in the column provided for assent or dissent. Postal Ballot Form bearing tick **[√]** mark in both the column will render the Form invalid.

14. Please convey your assent / dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.

15. The Postal Ballot Form should be completed and signed by the sole / first named shareholder. In the absence of the first named shareholder in a joint holding the Form may be completed and signed by the next named shareholder. (However, where the Form is sent separately by the first named shareholder and the joint holder(s), the vote of the first named shareholder would be valid).

16. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority letter, with signature's of authorized signatory(ies), duly attested.

17. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer.

18. Shareholders are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.

19. Shareholders are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage pre-paid self addressed business reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.

20. A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 12 above.

POSTAGE WILL BE PAID BY THE ADDRESSE

BUSINESS REPLY ENVELOPE

NO POSTAGE STAMP NECESSARY IF POSTED IN INDIA

REFERENCE NO. AND ADDRESS OF POST OFFICE

MR. NESAR AHMAD FCS
PRACTISING COMPANY SECRETARY
SCRUTINIZER
C/o C B Management Services (P) Ltd.
P-22, Bondel Road, Kolkata-700019